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Attorneys for The Dow Chemical Company

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

GENERAL MOTORS CORP., *et al.*,

Debtors.

Chapter 11

Case No. 09-50026 (REG)

Jointly Administered

**NOTICE OF RECLAMATION DEMANDS OF
THE DOW CHEMICAL COMPANY**

PLEASE TAKE NOTICE that, by letters dated June 1, 2009, The Dow Chemical Company on behalf of itself and its affiliates, subsidiaries and divisions (collectively, “**Dow**”) asserted reclamation demands pursuant to sections 546(c) of the Bankruptcy Code and 2-702 of the Uniform Commercial Code with respect to goods sold and delivered to certain of the above-captioned debtors and debtors-in-possession (collectively, the “**Debtors**”).¹ Copies of the

¹ By submitting this Notice, Dow neither intends nor shall be deemed to waive, and hereby expressly reserves, its right to assert and seek payment of section 503(b)(9) claims against the Debtors with respect to goods comprising the reclamation demand or otherwise and/or challenge the jurisdiction of the United States Bankruptcy Court to adjudicate, among other things, non-core matters.

reclamation demand letters are attached hereto as Exhibit A-1 and Exhibit A-2, respectively, and incorporated herein by reference.

Respectfully submitted,

Dated: June 26, 2009

DILWORTH PAXSON LLP

By: /s/ Anne M. Aaronson
Anne M. Aaronson (AA1679)
1500 Market Street, Suite 3500E
Philadelphia, Pennsylvania 19102-2101
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and

/s/ Anne Marie P. Kelley
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457 Haddonfield Road
Cherry Hill, New Jersey 08002
Telephone: (856) 675-1952
Facsimile: (856) 675-1852

Attorneys for The Dow Chemical Company

EXHIBIT A-1

[ATTACHED]



1320 Waldo Avenue
Midland, MI 48642

The Dow Chemical Company
Midland, Michigan 48674
USA

June 1, 2009

**SENT VIA FACSIMILE AND FEDERAL
EXPRESS**

Facsimile (313) 556-5108

Mr. Raymond G. Young, CFO
General Motors Corporation
Cadillac Building
30009 Van Dyke Avenue
Warren, Michigan 48090-9025
Attn: Warren Command Center
Mailcode 480-206-114

The Dow Chemical Company and its affiliates, subsidiaries and/or divisions (collectively, "Dow") hereby revokes any credit terms applicable to the sale of product or provision of services to, and demands the immediate return of all goods and/or any proceeds thereof (the "Goods") received by General Motors Corporation and/or its affiliates, subsidiaries and/or divisions (collectively, the "Debtor") during the forty-five (45) day period (the "Reclamation Period") before the date on which the Debtor filed a petition commencing a bankruptcy case (the "Petition Date"). Return of the Goods to Dow is required pursuant to sections 2-702 and 2-705 of the Uniform Commercial Code (the "UCC") and section 546(c) of the Bankruptcy Code in that the Goods were received by the Debtor during the Reclamation Period while it was insolvent pursuant to sales by Dow to the Debtor in the ordinary course of its business. A chart detailing certain information with respect to the Goods is attached hereto as Exhibit A.¹

By making this reclamation demand, Dow neither intends nor shall be deemed to waive, and hereby expressly reserves, its entitlement and/or right to assert an administrative-priority claim based on the value of the Goods received by the Debtor

during the twenty (20) day period before the Petition Date in accordance with section 503(b)(9) of the Bankruptcy Code.

Thank you for your prompt attention to this matter.

Regards,



Tom Collins
For Kevin Lowe
Credit Analyst
Phone: 989-636-0210

cc: Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153
Attn: Nathan M. Pierce, Esq.

EXHIBIT A

Invoice Number	Invoice Date	Delivery Number	Shipment Number	Quantity	UOM	Amount	Curr
27642793	04/17/2009	70008379	7987410			\$ 18,433.17	USD
27645125	04/21/2009	70009166	7988968			\$ 19,024.80	USD
27645415	04/21/2009	70005715	7986811			\$ 7,899.93	USD
27650767	04/28/2009	70021765	7997083			\$ 8,834.83	USD
27652818	04/30/2009	70019362	7995548			\$ 7,899.93	USD
27653314	04/30/2009	70024769	7999040			\$ 820.20	USD
27654764	05/01/2009	70026081	7999801			\$ 73.50	USD
27654765	05/01/2009	70026128	7999808			\$ 96.00	USD
27654766	05/01/2009	70026130	7999810			\$ 96.00	USD
27654767	05/01/2009	70028485	7999809			\$ 72.00	USD
27656177	05/04/2009	70028648	8001464			\$ 110.25	USD
27656178	05/04/2009	70028650	8001466			\$ 36.00	USD
27656179	05/04/2009	70030380	8001467			\$ 96.00	USD
27656397	05/04/2009	70028649	8001465			\$ 96.00	USD
27657511	05/05/2009	70025811	7999730			\$ 7,899.93	USD
27657512	05/05/2009	70027957	8000888			\$ 19,024.80	USD
27657513	05/05/2009	70029271	8001858			\$ 33,293.40	USD
27657514	05/05/2009	70029983	8002392			\$ 73.50	USD
27657515	05/05/2009	70029984	8002393			\$ 96.00	USD
27657516	05/05/2009	70030082	8002445			\$ 36.00	USD
27657517	05/05/2009	70030083	8002446			\$ 96.00	USD
27657986	05/05/2009	70033091	8004254			\$ 136.02	USD
27657522	05/05/2009	70027958	8001065			\$ 9,512.40	USD
27658018	05/05/2009	70025912	7999718			\$ 23,408.00	USD
27658446	05/06/2009	70025812	7999735			\$ 7,899.93	USD
27658447	05/06/2009	70032278	8003815			\$ 36.75	USD
27658448	05/06/2009	70032279	8003816			\$ 96.00	USD
27658449	05/06/2009	70032280	8003817			\$ 36.00	USD
27658450	05/06/2009	70032281	8003818			\$ 96.00	USD
27658451	05/06/2009	70032406	8003893			\$ 14,724.73	USD
27658932	05/06/2009	70025810	7999709			\$ 11,779.77	USD
27659499	05/07/2009	70033903	8004812			\$ 73.50	USD
27659500	05/07/2009	70033904	8004813			\$ 96.00	USD
27659501	05/07/2009	70033905	8004814			\$ 36.00	USD
27659502	05/07/2009	70033906	8004815			\$ 96.00	USD
27659503	05/07/2009	70035683	8005870			\$ 152.00	USD
27661784	05/11/2009	70038135	8007419			\$ 73.50	USD
27661785	05/11/2009	70038136	8007420			\$ 96.00	USD
27661786	05/11/2009	70038241	8007477			\$ 36.00	USD
27661787	05/11/2009	70038242	8007478			\$ 96.00	USD
27661795	05/11/2009	70033773	8004738			\$ 65,140.80	USD
27662719	05/12/2009	70036353	8005834			\$ 14,268.60	USD
27662720	05/12/2009	70036774	8006590			\$ 21,939.06	USD
27662721	05/12/2009	70039257	8005822			\$ 13,711.91	USD
27662722	05/12/2009	70040070	8008656			\$ 73.50	USD
27662723	05/12/2009	70040072	8008658			\$ 36.00	USD

27662724	05/12/2009	70040073	8008659	\$	96.00	USD
27662725	05/12/2009	70042452	8008657	\$	144.00	USD
27663193	05/12/2009	70037456	8006910	\$	19,024.80	USD
27663194	05/12/2009	70042153	8010054	\$	136.02	USD
27663195	05/12/2009	70042154	8010055	\$	71.24	USD
27663224	05/12/2009	70037457	8007100	\$	9,512.40	USD
27663674	05/13/2009	70037417	8007085	\$	16,454.29	USD
27663675	05/13/2009	70039544	8008179	\$	4,756.20	USD
27663676	05/13/2009	70041834	8009935	\$	96.00	USD
27663677	05/13/2009	70041835	8009936	\$	36.00	USD
27663678	05/13/2009	70041836	8009937	\$	96.00	USD
27663679	05/13/2009	70043863	8009934	\$	36.75	USD
27664225	05/13/2009	70037518	8006859	\$	15,603.36	USD
27664226	05/13/2009	70041949	8010005	\$	234.00	USD
27664562	05/14/2009	70037520	8006825	\$	231.30	USD
27664850	05/14/2009	70039545	8008186	\$	23,781.00	USD
27664851	05/14/2009	70043680	8011118	\$	4,415.00	USD
27664852	05/14/2009	70043798	8011203	\$	73.50	USD
27664853	05/14/2009	70043799	8011204	\$	96.00	USD
27664854	05/14/2009	70043800	8011205	\$	144.00	USD
27665767	05/15/2009	70045449	8012280	\$	96.00	USD
27665768	05/15/2009	70045450	8012281	\$	36.00	USD
27665769	05/15/2009	70045451	8012282	\$	96.00	USD
27665770	05/15/2009	70045452	8012285	\$	36.75	USD
27666242	05/15/2009	70047966	8013789	\$	136.02	USD
27666916	05/18/2009	70047216	8013368	\$	73.50	USD
27666917	05/19/2009	70047317	8013430	\$	96.00	USD
27666918	05/19/2009	70047318	8013431	\$	36.00	USD
27666919	05/18/2009	70047319	8013432	\$	96.00	USD
27668081	05/19/2009	70049272	8014754	\$	72.00	USD
27668082	05/19/2009	70049273	8014755	\$	110.25	USD
27668083	05/19/2009	70049274	8014756	\$	96.00	USD
27668084	05/19/2009	70051015	8014757	\$	96.00	USD
27668603	05/19/2009	70045112	8012131	\$	13,711.91	USD
27668604	05/19/2009	70046918	8013126	\$	19,024.80	USD
27668605	05/19/2009	70051713	8016378	\$	136.02	USD
27668648	05/19/2009	70046919	8013189	\$	9,512.40	USD
27669590	05/20/2009	70048652	8014518	\$	4,756.20	USD
27669591	05/20/2009	70053471	8017525	\$	97.52	USD
27669592	05/20/2009	70053473	8017526	\$	310.91	USD
27669593	05/20/2009	70053488	8017560	\$	310.91	USD
27669594	05/20/2009	70053503	8017566	\$	164.70	USD
27669595	05/20/2009	70053507	8017569	\$	164.70	USD
27669596	05/20/2009	70053509	8017570	\$	194.04	USD
27669597	05/20/2009	70053538	8017586	\$	133.13	USD
27669598	05/20/2009	70053547	8017587	\$	133.13	USD
27670106	05/21/2009	70054817	8018498	\$	36.75	USD
27671167	05/22/2009	70051761	8016509	\$	12,216.06	USD
27671573	05/22/2009	70052169	8016699	\$	178.80	USD
27671574	05/22/2009	70059081	8021367	\$	97.52	USD

27671575	05/22/2009	70059085	8021369	\$	91.61	USD
27671576	05/22/2009	70059106	8021370	\$	66.56	USD
27671577	05/22/2009	70059123	8021371	\$	466.37	USD
27671578	05/22/2009	70059124	8021372	\$	66.56	USD
27671579	05/22/2009	70059126	8021374	\$	82.35	USD
27671580	05/22/2009	70059133	8021375	\$	258.72	USD
27671581	05/22/2009	70059134	8021377	\$	82.35	USD
27672400	05/26/2009	70052505	8017046	\$	13,711.91	USD
27672672	05/26/2009	70054615	8018317	\$	19,024.80	USD
27672424	05/26/2009	70054616	8018423	\$	4,756.20	USD
27676487	05/29/2009	70048708	8014230	\$	7,536.00	USD

EXHIBIT A-2

[ATTACHED]



1320 Waldo Avenue
Midland, MI 48642

The Dow Chemical Company
Midland, Michigan 48674
USA

June 1, 2009

**SENT VIA FACSIMILE AND FEDERAL
EXPRESS**

Facsimile (313) 556-5108

Mr. Raymond G. Young, CFO
Saturn Corporation
c/o General Motors Corporation
Cadillac Building
30009 Van Dyke Avenue
Warren, Michigan 48090-9025
Attn: Warren Command Center
Mailcode 480-206-114

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Thank you for your prompt attention to this matter.

Regards,



Tom Collins
For Kevin Lowe
Credit Analyst
Phone: 989-636-0210

cc: Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153
Attn: Nathan M. Pierce, Esq.

EXHIBIT A

Invoice Number	Invoice Date	Delivery Number	Shipment Number	Quantity	UOM	Amount	Curr
27652771	04/30/2009	70022340	7997504			\$ 30,266.02	USD
27655333	05/01/2009	70024772	7999037			\$ 888.00	USD
27656132	05/04/2009	70026255	7999887			\$ 23,706.00	USD
27656133	05/04/2009	70028653	8001469			\$ 1,036.00	USD
27657478	05/05/2009	70026733	7998098			\$ 18,825.00	USD
27657479	05/05/2009	70030088	8002447			\$ 888.00	USD
27658434	05/06/2009	70032425	8003892			\$ 1,036.00	USD
27658875	05/06/2009	70026258	7999895			\$ 65,304.80	USD
27659463	05/07/2009	70036186	8004097			\$ 740.00	USD
27660444	05/08/2009	70036251	8006220			\$ 1,036.00	USD
27661760	05/11/2009	70038251	8007479			\$ 888.00	USD
27662686	05/12/2009	70040016	8008615			\$ 1,036.00	USD
27663118	05/12/2009	70039835	8008519			\$ 23,408.00	USD
27663642	05/13/2009	70041692	8009832			\$ 888.00	USD
27663643	05/13/2009	70043804	8011173			\$ 23,706.00	USD
27664148	05/13/2009	70038581	8007714			\$ 16,850.00	USD
27664822	05/14/2009	70043811	8011206			\$ 888.00	USD
27664823	05/14/2009	70044053	8009828			\$ 52,217.60	USD
27665746	05/15/2009	70043822	8011199			\$ 45,907.50	USD
27665747	05/15/2009	70045804	8012493			\$ 1,036.00	USD
27666860	05/18/2009	70047224	8013369			\$ 740.00	USD
27668527	05/19/2009	70049180	8014711			\$ 1,036.00	USD
27668528	05/19/2009	70052843	8017130			\$ 750.00	USD
27669029	05/20/2009	70048653	8014173			\$ 23,706.00	USD
27669030	05/20/2009	70050917	8015837			\$ 888.00	USD
27669529	05/20/2009	70050772	8015747			\$ 25,500.00	USD
27670083	05/21/2009	70053451	8017554			\$ 1,036.00	USD
27671964	05/26/2009	70054617	8018234			\$ 23,706.00	USD
27672366	05/26/2009	70052583	8016970			\$ 52,217.60	USD
27672367	05/26/2009	70052591	8017021			\$ 888.00	USD
27672994	05/26/2009	70052590	8016821			\$ 1,050.00	USD
27673630	05/27/2009	70055973, 70059116	08019258, 08021398			\$ 2,960.00	USD
27674791	05/28/2009	70061193	8022677			\$ 740.00	USD
27675867	05/29/2009	70061194	8022678			\$ 1,036.00	USD
27675868	05/29/2009	70063512	8023428			\$ 28,447.20	USD
27676398	05/29/2009	70062807	8023700			\$ 1,800.00	USD
27678036	06/01/2009	70065018, 70067100	8025220, 8026685			\$ 1,036.00	USD